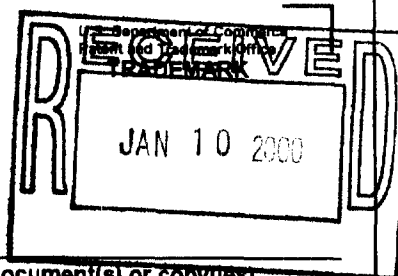


02-02-2000



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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☒ New
- ☐ Resubmission (Non-Recordation)
Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
- ☐ Corrective Document
Reel # Frame #

Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger ☐ Change of Name
- ☒ Other Notice of Security Interest in Trademarks
- Effective Date
Month Day Year
 10/27/99

Conveying Party

☐ Mark if additional names of conveying parties attached

Name Cavalier Telephone, L.L.C.

Execution Date
Month Day Year
 10/27/99

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☒ Other Limited Liability Company

☐ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name Bank of America, N.A.

DBA/AKA/TA

Composed of

Address (line 1) 901 Main Street

Address (line 2) 64th Floor

Address (line 3) Dallas

Texas

75202

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☒ Other National Bank Association

☐ Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/01/2000 DNGUYEN 00000194 75792999

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TRADEMARK
REEL: 002014 FRAME: 0529

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (214) 698-3855

Name

Bee Archaphorn

Address (line 1)

Donohoe, Jameson & Carroll, P.C.

Address (line 2)

1201 Elm Street, Suite 3400

Address (line 3)

Dallas, Texas 75270

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75792999

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☐

No ☐

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bee Archaphorn

Bee Archaphorn

1/7/2000

Name of Person Signing

Signature

Date Signed

NOTICE OF SECURITY INTEREST IN TRADEMARKS

United States Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Intellectual Property Security Agreement and Assignment (the "*IP Security Agreement*") dated as of October 27, 1999, granted by Cavalier Telephone, L.L.C. ("*Debtor*") in favor of Bank of America, N.A., as Administrative Agent for each Lender, and each Lender ("*Secured Parties*"), Debtor has granted to Secured Parties a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below:

Trademark

<u>Trademark Application Serial Number</u>	<u>Trademark/Description of Trademark</u>	<u>Date of Trademark</u>
------------------------------------------------	-----------------------------------------------	--------------------------

NONE AS OF OCTOBER 27, 1999

Trademark Applications

<u>Trademark Application Serial Number</u>	<u>Trademark/Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
75792999	CAVALIER TELEPHONE, in stylized form combined with drawing of telephone cord	September 7, 1999

Secured Parties' security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the IP Security Agreement.

Very truly yours,

CAVALIER TELEPHONE, L.L.C.

By: KDZ Holdings, L.L.C., its Manager

By: Brad A. Evans
Brad A. Evans, its Manager

Acknowledged by:

BANK OF AMERICA, N.A.
as Administrative Agent

By: _____
_____, _____
(Print Name) (Print Title)

Very truly yours,

CAVALIER TELEPHONE, L.L.C.

By: KDZ Holdings, L.L.C., its Manager

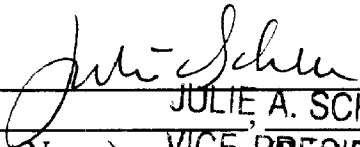
By: _____

Brad A. Evans, its Manager

Acknowledged by:

BANK OF AMERICA, N.A.
as Administrative Agent

By: _____



JULIE A. SCHELL
(Print Name) VICE ~~PRESIDENT~~